

RECORDATION NO. 25682-D **FILED**

APR 22 '08 -3 15 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 22, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lessor's Interest in Lease Agreement (Schedule 23), dated as of April 18, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement previously filed with the Board under Recordation Number 25682-A.

The names and addresses of the parties to the enclosed document are:

Assignor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RT 02903

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

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A description of the railroad equipment covered by the enclosed document is:

188 covered hopper railcars within the series EEC 50005 - EEC 50992, NAHX 53149 - NAHX 63449 and NAHX 475068 - NAHX 510519 as more particularly set forth in the attachment to the document


A short summary of the document to appear in the index is:

Memorandum of Assignment of Lessor's Interest in Lease Agreement (Schedule 23).

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


✓ Robert W. Alvord

RWA/sem
Enclosures

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**MEMORANDUM OF ASSIGNMENT OF
LESSOR'S INTEREST IN LEASE AGREEMENT
(Schedule 23)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LESSOR'S INTEREST IN LEASE (this "Memorandum") dated as of April 18, 2008 is between BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and MIDWEST RAILCAR CORPORATION ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor, as lessor, has leased the railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Lease Schedule No. 15236-11500-023 dated as of June 30, 2005 to that certain Master Equipment Lease Agreement No. 33199 dated as of October 1, 2004, each between Assignor, as successor lessor, and The Andersons, Inc., as lessee (collectively, the "Lease").

B. The Lease was recorded with the Surface Transportation Board on July 1, 2005 under recordation No. 25682-A.

C. Assignor, as seller, and Assignee, as buyer, are parties to that certain Purchase Agreement, dated as of the date hereof, pursuant to which Assignor has sold to Assignee the Railcars and assigned to Assignee the rights and obligations of "Lessor" under the Lease and the related documents listed in such Purchase Agreement.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

ACKNOWLEDGMENT

State of California

County of San Francisco

On 4/17/08 before me, Eileen U. Harwell, Notary Public
(insert name and title of the officer)

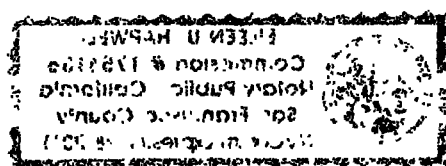
personally appeared Kim Lee,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

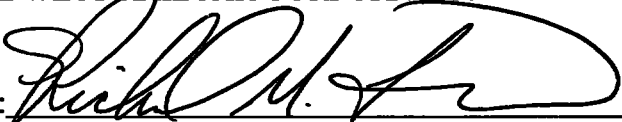
Signature Eileen U. Harwell (Seal)






IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION

By: 
Richard M. Folio
Executive Vice President

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Lessor's Interest in Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 17th day of April, 2008 by Richard M. Folio, as Executive Vice President of Midwest Railcar Corporation.


Notary Public

My commission expires: _____

[Notarial Seal]

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 29, 2005

SCHEDULE 1

DESCRIPTION OF RAILCARS:

One hundred eighty-eight (188) 4750 c.f. 100-ton covered hopper Railcars marked as follows:

EEC 50005, 50007, 50018, 50045, 50048, 50052, 50057, 50060, 50067, 50072, 50074, 50081, 50088, 50089, 50095, 50100, 50105, 50109, 50112, 50115, 50116, 50117, 50123, 50124, 50127, 50130, 50133, 50137, 50138, 50140, 50143, 50144, 50146, 50147, 50149, 50151, 50154, 50157, 50174, 50203, 50204, 50209, 50225, 50241, 50243, 50271, 50282, 50290, 50292, 50294, 50296, 50298, 50330, 50383, 50385, 50386, 50405, 50406, 50407, 50429, 50430, 50444, 50445, 50446, 50448, 50513, 50519, 50528, 50530, 50538, 50552, 50557, 50558, 50561, 50562, 50563, 50566, 50571, 50572, 50573, 50574, 50598, 50599, 50618, 50621, 50622, 50624, 50625, 50626, 50627, 50636, 50639, 50641, 50645, 50649, 50656, 50657, 50661, 50664, 50673, 50695, 50699, 50725, 50777, 50780, 50781, 50783, 50785, 50794, 50795, 50796, 50801, 50805, 50809, 50858, 50877, 50894, 50909, 50918, 50977, 50978, 50985, 50986, 50989, 50990 & 50992;

NAHX 475068, 475202, 475218, 475245, 475646, 475713, 476127, 476329, 476337, 476345, 476703, 476724, 476725, 476732, 476733, 476747, 476792, 478021, 478034, 478362, 478443, 478448, 478469, 478577, 478591, 478611, 478709, 478883, 478887, 478957, 479033, 479093, 479111, 479310, 479656, 479783, 480194, 480287, 480418, 481065, 481144, 482517, 482631, 483455, 485100, 510127, 510240, 510339, 510482, 510493, 510519, 53149, 56602, 56609, 57350, 57355, 57359, 57444, 57462, 63356, 63423 & 63449.